FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

	23350									
OMB APPROVAL										
OMB Number:	3235-0076									
Expires:	May 31, 2005									
Estimated average	e burden									
hours per respon	nse1									
SEC USI	E ONLY									
Prefix	Serial									
DATE RECEIVED										

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Stream Gas & Electric, Ltd. / \$1,250,000 Private Placement of Units Consisting of \$1,250,000 in Sul Callable Class C Limited Partnership Interests	pordinated Line of Credit Commitments and
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	7.5 VOA
 Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Stream Gas & Electric, Ltd. 	# # # # # # # # # # # # # # # # # # #
Address of Executive Offices (Number and Street, City, State, Zip Code) 1950 North Stemmons Freeway, Suite 3061, Dallas, Texas 75207	Telephone Number (Including Area Code) (214) 800-4400
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) N/A	Telephone Number (Including Area Code) N/A
Brief Description of Business retail electric provider	JUL 28 2005
Type of Business Organization corporation limited partnership, already formed business trust limited partnership, to be formed other	(please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated ate:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

	7	A	. BASIC II	ENTI	FICATION DATA				
Each promoter ofEach beneficial orEach executive of	requested for the follor the issuer, if the issuer having the power to ficer and director of corp managing partner of part	as been vote or orate is	organized within the r dispose, or direct th suers and of corpora	e vote	or disposition of, 10%				
Check Box(es) that Apply:	Promoter	\boxtimes	Beneficial Owner	\boxtimes	Executive Officer		Director	\boxtimes	General and/or Managing Partner
Full Name (Last name first	if individual)								
Snyder, Robert L.									
Business or Residence Add	ress (Number and Stree	et, City,	, State, Zip Code)						
1950 North Stemmons Fro	eway, Suite 3061, Da	llas, Te	xas 75207						
Check Box(es) that Apply:	Promoter	\boxtimes	Beneficial Owner	Ø	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, Koshakji, Pierre	if individual)								
Business or Residence Add	ess (Number and Stree	et, City,	State, Zip Code)						
1950 North Stemmons Fre	eway, Suite 3061, Da	llas, Te	xas 75207						
Check Box(es) that Apply:	Promoter	Ø	Beneficial Owner	\boxtimes	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	if individual)								
Domhoff, Chris			<u> </u>						
Business or Residence Addr 1950 North Stemmons Fre	,								
Check Box(es) that Apply:	Promoter		Beneficial Owner	\boxtimes	Executive Officer	П	Director		General and/or
									Managing Partner
Full Name (Last name first,	if individual)								
Rodriguez, Alex									
Business or Residence Addr		-	- "						
1950 North Stemmons Fre									
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	if individual)								
Business or Residence Addr	ess (Number and Stree	t, City,	State, Zip Code)			- · · ·			
Check Box(es) that Apply;	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	if individual)								
Business or Residence Addr	ess (Number and Stree	t, City,	State, Zip Code)						
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	f individual)			. —	, -				
Business or Residence Addre	ess (Number and Street	t, City,	State, Zip Code)						
	(Hea blank	sheet d	or conv and use add	litional	conies of this sheet	as ne	ressan/)		

				В.	INFO	RMATION	ABOUT O	FFERING				
1. Has	the issuer sold	or does the	issuer intend	to sell to no	n-accredited	invectors in	this offering?			•	Yes	N.
i. 11as	me issuer sord	or does me	issuer intend					under ULOE			٦	6
2. Wha	at is the minimu	ım investmer	nt that will be				_				\$	50,000
	.1 00 1		1								Yes	
	s the offering p er the information	-	-								. ⊠	
rem pers than	uneration for so on or agent of a five (5) person er only.	licitation of broker or de	purchasers in caler registere	connection ed with the S	with sales of EC and/or w	securities in ith a state or	the offering. states, list the	If a person to e name of the	o be listed is broker or de	an associated aler. If more		
	e (Last name fir	st, if individ	ual)									
N/A												
Business o	or Residence A	ddress (Num	ber and Stree	t, City, State	, Zip Code)							
Name of A	Associated Brol	er or Dealer										
	Which Person L									·		
(Check	"All States" or	check indivi	duals States)								∐ A	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
											ron.	[PA]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	
[RI] ull Name	[NE] [SC] c (Last name fir	[SD] st, if individu	[TN]	[TX]	[UT]	[NY] [VT]	[NC]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PR]
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1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
			ggregate		int Already
	Type of Security Debt		ring Price	\$	Sold 00_
				\$ \$	
	Equity Common Preferred	J		Φ	<u> </u>
	Convertible Securities (including warrants)	\$	0	\$	0
	Partnership Interests			\$ 1	,250,000
	Other (Specify)				0
	Total				,250,000
	Answer also in Appendix, Column 3, if filing under ULOE.	<u></u>	,20,000	<u> </u>	,200,000
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			umber vestors	Dolla	gregate r Amount Purchase
	Accredited investors		11	\$ <u>1,2</u>	250,000
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)		0	\$	0
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	-			
	Type of Offering Rule 505	Se	ype of ecurity		r Amount Sold
	Regulation A			\$	
	Rule 504			\$	
	Total			\$	·—·—
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	0
	Printing and Engraving Costs			\$	0
	Legal Fees		\boxtimes	\$	5,000
	Accounting Fees			\$	00
	Engineering Fees			\$	0
	Sales Commissions (specify finders' fees separately)			\$	0
	Other Expenses (identify)			\$	0
	Total		\boxtimes	\$	5,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and otal expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."				\$ <u>1,2</u> 4	45 <u>,</u> 000
of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the b	00X				
	Oi	fficers, D	irectors &	-	ents To
Salaries and fees		\$	0	S	0
Purchase of real estate		\$	0	□ \$	0
Purchase, rental or leasing and installation of machinery and equipment		\$	0	☐ \$	0
Construction or leasing of plant buildings and facilities		\$	0	<u></u> \$	0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$	00	\$	0
Repayment of indebtedness		\$	0	S	0
Vorking capital		\$	00	 \$ <u>1,2</u> 4	15,000
Other (specify):		\$	00	□ s	0
Column Totals		\$	0	 \$ 1,24	15,000
Total Payments Listed (column totals added)		Σ	\$ 1,24	5,000	
D. FEDERAL SIGNATURE					
of Signer (Print or Type) Title of Signer (Print or Type)	ly ∉ •	<u>, 2005</u>			
L. Snyder Sole Manager of General Partner					
	of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the isset forth in response to Part C - Question 4.b above. Salaries and fees	Salaries and fees	of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer et forth in response to Part C - Question 4.b above. Paym Officers, I Affiliation of Part C - Question 4.b above. Paym Officers, I Affiliation of the payments and fees	If the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box of the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer et forth in response to Part C - Question 4.b above. Payments to Officers, Directors & Affiliates	of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer of the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer of the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer of the listed to the listed to the listed of the size of the listed with the listed must expect the listed must be set of the listed must be listed

		E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 pre	sently subject to any of the disqualification provisions of such rule?	Yes	No ⊠
		See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to 239,500) at such times as required by state la	furnish to any state administrator of any state in which this notice is filed, a notice on w.	Form D (17 CFR
3.	The undersigned issuer hereby undertakes to	furnish to the state administrators, upon written request, information furnished by the	issuer to o	offerees.
4.	• •	uer is familiar with the conditions that must be satisfied to be entitled to the Uniform notice is filed and understands that the issuer claiming the availability of this exemptiatisfied.		•
	e issuer has read this notification and knows the norized person.	contents to be true and has duly caused this notice to be signed on its behalf by the ur	ndersigned	l duly
Issi	uer (Print or Type)	Signature Date		
Stre	am Gas & Electric, Ltd.	July 15, 2005		
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
Rot	pert L. Snyder	Sole Manager of General Partner		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	T	2	3			 5			
	Intend non-ac- inves	to sell to credited tors in tate	Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					ification State OE attach ation of granted -Item 1)
Cara				Number of Accredited Investors	4	Number of Non-Accredited Investors	4 4	Yes	No
State AL	Yes	No X		investors	Amount	investors	Amount	res	No
AK		X			<u> </u>				
AZ		X							
AR		X							
CA		Х	\$100,000 in Units Consisting of \$1,250,000 in Subordinated Line of Credit Commitments and Callable Class C Limited Partnership Interests	1	\$100,000	0	0		X
со		Х							
CT		Х							
DE		Х							
DC		Х							
FL		Х							
GA		х							
HI		Х						i 	
ID		Х							·
IL.		Х	\$50,000 in Units Consisting of \$1,250,000 in Subordinated Line of Credit Commitments and Callable Class C Limited Partnership Interests	1	\$50,000		0		Х
IN		X							
ÌΑ		Х						-	
KS		Х							
KY		х							
LA		х							
ME		х							
MD		Х							
MA		X							

1	2		3			4			5
	non-ac inves	to sell to credited tors in ate -Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		amount pur	investor and chased in State C-Item 2)		under UL (if yes, explan waiver	lification r State OE , attach ation of grantedItem 1)
MI		X				`			
MN		X							
MS		Х							
МО		X							
MT		Х							
NE		X							
NV		Х		Number of Accredited		Number of Non-Accredited			
State	Yes	No	<u> </u>	Investors	Amount	Investors	Amount	Yes	No
NH		X			<u> </u>				
NJ		Х							
NM ———		Х				<u> </u>		ļ	
NY		X		<u> </u>					
NC		Х						ļ	
OH		Х							
OK		X		 	<u> </u>				
OR	 	Х						<u> </u>	ļ
PA		Х							
RI		X						ļ	
SC		Х							
SD		X						ļ	
TN		Х			ļ				
TX		X	\$1,100,000 in Units Consisting of \$1,250,000 in Subordinated Line of Credit Commitments and Callable Class C Limited Partnership Interests	9	\$1,100,000	0	. 0		X
UT		Х							
VT		Х							
VA		х							
WA		Х							
WI		Х							

1	2		3		4		5	
	Intend to se non-accred investors State (Part B-Iter	lited in	Type of security and aggregate offering price offered in state (Part C – Item 1)	amount purc	vestor and hased in State -Item 2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)		
WY		X						
PR		X						